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RESOLUTION

Chief Executive Officer Annual Performance Review

WHEREAS, the Board of Directors and Lee D. Thibert entered into that certain Employment Agreement dated as of February 25, 2016, as amended by the Amendment to Employment Agreement dated as of October 24, 2018, to obtain Thibert's service as the Chief Executive Officer for the Association ("CEO Contract");

WHEREAS, the CEO Contract requires the Board of Directors to conduct an annual review of Thibert's performance to determine whether previously established performance objectives have been achieved, and, if so, how much of a performance payment and merit increase Thibert should be awarded;

WHEREAS, on March 11, 2020, the Governor of the State of Alaska issued a Declaration of Public Health Disaster and Emergency regarding the COVID-19 outbreak;

WHEREAS, federal, state, and local authorities continue to treat COVID-19 as a very serious public health threat;

WHEREAS, the COVID-19 public health threat has caused significant disruption and hardship in the global, national, and local economies;

WHEREAS, the Board of Directors and Thibert believe that a performance payment and merit increase would be inappropriate given the current economic situation;

WHEREAS, the Board of Directors and Thibert have mutually agreed to forgo payment and receipt of any performance payment or merit increase that otherwise would have been awarded to Thibert as a result of Thibert's 2019 performance review.

NOW, THEREFORE, BE IT RESOLVED, the Board of Directors hereby recognizes and appreciates Thibert's willingness to relinquish his right to any performance payment and merit increase that otherwise would have been awarded to Thibert under the CEO Contract as a result of his 2019 performance review;

BE IT FURTHER RESOLVED, as mutually agreed, Thibert shall not receive a performance payment or merit increase regardless of the results of his 2019 performance review;



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BE IT FINALLY RESOLVED, that the Chair of the Board of Directors is authorized to take any and all necessary steps to ensure compliance with this Resolution.

CERTIFICATION

I, Stuart Parks, do hereby certify that I am the Secretary of Chugach Electric Association, Inc., an electric non-profit cooperative membership corporation organized and existing under the laws of the State of Alaska: that the foregoing is a complete and correct copy of a resolution adopted at a meeting of the Board of Directors of this corporation, duly and properly called and held on the 27th day of April 2020; that a quorum was present at the meeting; that the resolution is set forth in the minutes of the meeting and has not been rescinded or modified.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of this corporation on the 27th day of April 2020.

A handwritten signature in blue ink, appearing to read "Stuart Parks", is written over a horizontal line.

Secretary